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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): March 26, 2016**

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**NetApp, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-27130**  
(Commission  
File Number)

**77-0307520**  
(IRS Employer  
Identification No.)

**495 East Java Drive**  
**Sunnyvale, CA 94089**  
(Address of principal executive offices) (Zip Code)

**(408) 822-6000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b), (c), (d)

*Appointment of Chief Financial Officer*

On March 26, 2016, the Board of Directors (the “Board”) of NetApp, Inc. (the “Company”) appointed Ronald J. Pasek, age 55, as Executive Vice President and Chief Financial Officer of the Company (as well as principal financial officer and principal accounting officer). Mr. Pasek’s appointment is effective April 11, 2016. Mr. Pasek succeeds Jeffrey K. Bergmann, who has served as the Company’s interim Chief Financial Officer since January 4, 2016. Upon Mr. Pasek’s appointment, Mr. Bergmann will resume his previous role as vice president of corporate finance of the Company.

Prior to his appointment, Mr. Pasek served as Senior Vice President, Finance and Chief Financial Officer of Altera Corporation from December 2009 until its acquisition by Intel Corporation in December 2015. Mr. Pasek was previously employed by Sun Microsystems, where he most recently served as vice president and corporate treasurer. In his nearly 20 years at Sun Microsystems, he also held a variety of other positions in finance, including vice president of worldwide field finance, worldwide manufacturing, and U.S. field finance. Mr. Pasek is the Chairman of the board of directors of Spectra7 Microsystems Inc., a Canadian publicly traded consumer connectivity company. Mr. Pasek holds a BS degree in Business Administration in Finance from San Jose State University and an MBA from Santa Clara University.

Mr. Pasek does not have a family relationship with any of the officers or directors of the Company.

There are no related party transactions reportable under Item 5.02 of Current Report on Form 8-K and Item 404(a) of Regulation S-K.

*Compensatory Arrangement*

The material terms of Mr. Pasek’s offer letter, as approved by the Compensation Committee (the “Committee”) of the Board, are as follows:

- His annual base salary will be \$550,000.
- His annual incentive compensation target percentage will be 110% of his base salary.
- The Company will make the following equity grants to Mr. Pasek:
  - \$810,000 in value of time-based restricted stock units (“RSUs”), scheduled to be granted at the same time as the Company grants annual equity awards to the other executives, which shall vest 25% on each anniversary of the grant date, subject to Mr. Pasek’s continued employment with the Company through the applicable vesting date;
  - \$1,200,000 in value of the Company’s performance-based RSUs, scheduled to be granted at the same time as the Company grants annual equity awards to the other executives; and

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- \$1,500,000 in value of time-based RSUs to be granted on the fifteenth of the month (or, if such date is not a trading date, the first trading day of the Company's common stock that occurs thereafter) following the month in which Mr. Pasek commences employment with the Company, which shall vest 25% on each anniversary of the grant date, subject to Mr. Pasek's continued employment with the Company through the applicable vesting date.

The performance-based RSUs will be granted pursuant to the Restricted Stock Unit Agreement (Performance Based) previously approved by the Committee and the time-based RSUs will be granted pursuant to the form of RSU Agreement previously approved by the Committee.

Mr. Pasek will also be eligible to participate in the compensation and benefit programs generally available to the Company's executive officers.

A copy of the offer letter with Mr. Pasek will be filed with the Company's Annual Report on Form 10-K for the current fiscal year. The above summary of the offer letter does not purport to be complete and is subject to and qualified in its entirety by reference to the offer letter.

The Board also approved the Company's entry into a Change of Control Severance Agreement and an Indemnification Agreement with Mr. Pasek, each in the form previously approved by the Board. These agreements will be effective April 11, 2016.

**Item 8.01. Other Events.**

On March 30, 2016, the Company issued a press release regarding the appointment of Mr. Pasek. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated March 30, 2016.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NETAPP, INC.**

Date: March 30, 2016

By: /s/ Matthew K. Fawcett  
Matthew K. Fawcett  
Senior Vice President, General  
Counsel and Corporate Secretary

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated March 30, 2016.

**FOR IMMEDIATE RELEASE**

Ron Pasek Joins NetApp as Executive Vice President, Chief Financial Officer

**Sunnyvale, Calif. – March 30, 2016** – NetApp, Inc. (NASDAQ: NTAP) today announced the appointment of Ron Pasek as executive vice president, chief financial officer (CFO). Pasek joins NetApp effective April 11, bringing more than 30 years of experience in financial management. Most recently, Pasek served as CFO of Altera Corporation, a worldwide provider of programmable logic devices.

In January 2016, NetApp announced Jeffrey Bergmann as interim chief financial officer. Bergmann will now resume his previous role as vice president of corporate finance at NetApp.

Prior to joining Altera, Pasek held several senior finance roles at Sun Microsystems, where he managed hundreds of people around the world. In addition, Pasek helped Sun develop the finance function that supported Sun's revenue growth from \$2 billion to \$14 billion.

"Ron is a highly accomplished and respected CFO, with a proven track record of building and leading successful finance teams. We're delighted to welcome Ron to the NetApp team as we continue to strengthen our position in the marketplace while driving long-term value," said George Kurian, chief executive officer at NetApp. "Ron's experience and insight from exposure to a range of business models will be invaluable to NetApp as we continue to transform ourselves to be more efficient and agile while making productivity a core NetApp capability that complements our long track record of innovation and customer success."

Kurian continued, "On behalf of everyone at NetApp, I want to thank Jeff Bergmann for assuming the role of interim CFO and overseeing a seamless transition of responsibilities. I look forward to NetApp continuing to benefit from Jeff's talent and financial expertise."

“It’s an honor and a great pleasure to have this opportunity to join NetApp, especially during a time of transformation, where my responsibilities will play a critical role in the future success of the organization,” said Pasek. “I look forward to working and integrating with teams across NetApp to contribute to the company’s success as a leader in the data-powered digital era as well as furthering the positive impact we are providing for our customers and shareholders around the world.”

**About Ron Pasek**

Pasek earned his bachelor’s degree in business administration in finance from San Jose State University and earned an MBA from Santa Clara University. After graduating, Pasek joined Rolm Corporation, where he worked in accounting and financial planning. In 1990, he began a nearly 20-year career with Sun Microsystems, where he served in roles including vice president, Finance, Global Sales, and Service; and vice president and treasurer. Most recently, he served as CFO of Altera Corporation before the company was acquired by Intel Corporation.

**About NetApp**

Leading organizations worldwide count on NetApp for software, systems and services to manage and store their data. Customers value our teamwork, expertise and passion for helping them succeed now and into the future. To learn more, visit [www.netapp.com](http://www.netapp.com).

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